FORM 8-K

**Current Report Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): February 14, 2006

DAVE & BUSTER'S, INC.

(Exact name of registrant as specified in its charter)

Missouri	**0000943823**	**43-1532756**
(State of	(Commission File	(IRS Employer
incorporation)	Number)	Identification Number)

**2481 Manana Drive
Dallas TX 75220**
(Address of principal executive offices)

Registrant's telephone number, including area code: **(214) 357-9588**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐   Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☑   Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐   Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐   Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01. Other Events.

On February 14, 2006, we issued a press release announcing that we had entered into a memorandum of understanding to settle the purported class action lawsuit which had been filed in connection with our proposed merger with an affiliate of Wellspring Capital Management. A copy of the press release is attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits. The following are filed as exhibits to this report.

    99.1 Press release dated February 14, 2006.

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SIGNATURES

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Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

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DAVE & BUSTER'S, INC.

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Date: February 14, 2006   By: /s/ James W. Corley
                                                James W. Corley
                                                Chief Executive Officer

Exhibit 99.1

DAVE & BUSTER'S, INC. ENTERS INTO MEMORANDUM OF UNDERSTANDING TO SETTLE CLASS ACTION LAWSUIT

DALLAS — February 14, 2006 — Dave & Buster's, Inc. (NYSE: DAB), a leading operator of upscale restaurant/entertainment complexes, announced today that it entered into a Memorandum of Understanding setting forth the terms of a proposed settlement with the named plaintiff of a purported class action lawsuit filed on January 20, 2006 that opposed the Company's planned merger with an affiliate of Wellspring Capital Management. The proposed settlement is conditioned upon the consummation of the merger, the execution of a definitive settlement agreement, and court approval. The settlement will extinguish all claims for any alleged violation of fiduciary duty, including all claims relating to the adequacy of disclosure, and all claims related to the value to be paid for the Company's common stock in the proposed merger. In connection with the settlement, the Company has commenced the circulation to its stockholders of a supplement to the Company's January 25, 2006 proxy statement. The supplement contains additional disclosures regarding the merger. The Company's special meeting of stockholders to vote upon the merger will be held on February 28, 2006.

Celebrating over 23 years of operations, Dave & Buster's was founded in 1982 and is one of the country's leading upscale, restaurant/entertainment concepts with 46 locations throughout the United States and in Canada. More information on the company, including the latest investor presentation is available on the company's Website, www.daveandbusters.com .

"Safe Harbor" Statement under the Private Securities Litigation Reform Act of 1995: Statements in this press release regarding Dave & Buster's business which are not historical facts are "forward-looking statements" that involve risks and uncertainties. For a discussion of such risks and uncertainties, which could cause actual results to differ from those contained in the forward-looking statements, see "Risk Factors" in the company's Annual Report or Form 10-K for the most recently ended fiscal year.